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## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 5, 2001

5676-683-9

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704

RE TALK AMERICA INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE AMENDED CERTIFICATE OF AUTHORITY FOR THE  
ABOVE CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE  
COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

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File Number 5676-683-9

**State of Illinois**  
**Office of**  
**The Secretary of State**

**Whereas,** APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF  
TALK AMERICA INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF PENNSYLVANIA HAS BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 5TH day of JUNE A.D. 2001 and of the Independence of the United States the two hundred and 25TH



C-212.3

*Jesse White*

Secretary of State

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|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Form <b>BCA-13.40</b><br>(Rev. Jan. 1999)                                                                                                               | <b>APPLICATION FOR AMENDED<br/>CERTIFICATE OF AUTHORITY TO<br/>TRANSACTION BUSINESS IN ILLINOIS</b> | File # <b>56766839</b>                                                                                                                                           |
| Jesse White<br>Secretary of State<br>Department of Business Services<br>Springfield, IL 62756<br>Telephone (217) 782-1837<br>http://www.sos.state.il.us | <b>FILED</b><br><br>JUN 05 2001<br><br>JESSE WHITE<br>SECRETARY OF STATE                            | <b>SUBMIT IN DUPLICATE</b><br><br>This space for use by<br>Secretary of State<br>Date <b>6-5-01</b><br>Filing Fee <b>\$25.00</b><br>Approved: <i>[Signature]</i> |
| Remit payment in check or money order, payable to "Secretary of State."                                                                                 |                                                                                                     |                                                                                                                                                                  |

- CORPORATE NAME: Talk.com Holding Corp
  - If changed, NEW CORPORATE NAME: Talk America Inc.
  - (Complete only if the new corporate name is not available in this state.)  
ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)
- State or Country of Incorporation: Pennsylvania
  - If changed, Period of Duration: \_\_\_\_\_
- If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:  
(If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)

- This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee.

- The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

|                                                                                           |                                                              |
|-------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| Dated <u>April 16</u> , 2001<br>(Month/Day) / (Year)                                      | Talk.com Holding Corp                                        |
| attested by <u>Aloysius T. Law, IV</u><br>(Signature of Secretary or Assistant Secretary) | by <u>Aloysius T. Law, IV</u><br>(Exact Name of Corporation) |
| Aloysius T. Law, IV Secretary                                                             | (Signature of President or Vice President)                   |
| (Type or Print Name and Title)                                                            | Aloysius T. Law, IV Executive Vice President                 |
|                                                                                           | (Type or Print Name and Title)                               |

C-198.8  
IL2001-11/25/99 C.T. Joyce/Gallitz

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